

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

December 7, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 26016 FILED

DEC 08 '05

3-45 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement dated as of December 5, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lender: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Minneapolis, Minnesota 55402

Borrower: RLH1 LLC
70 West Madison, Suite 2080
Chicago, IL 60602

Mr. Vernon A. Williams

Page 2

A description of the railroad equipment covered by the enclosed document is:

30 locomotives: CSXT 5950 – CSXT – 5961 and NS 4800 – NS 4817.

A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO.

26016 FILED

DEC 08 '05

3-45 PM

**WELLS
FARGO**Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Ave So
Minneapolis, MN 55402

SURFACE TRANSPORTATION BOARD

Memorandum of Security Agreement

THIS MEMORANDUM OF SECURITY AGREEMENT (this "Memorandum") is made this 5th day of December, by and between RLH1 LLC, a limited liability corporation ("Debtor"), and WELLS FARGO EQUIPMENT FINANCE, INC, a Minnesota Corporation ("Secured Party").

A. The Debtor is indebted to the Secured Party pursuant to that certain Promissory Note dated as of December 5, 2005 (the "Note") executed by the Debtor in favor of the Secured Party.

B. To secure the Debtor's obligations to the Secured Party, the Debtor executed and delivered to the Secured Party a Security Agreement dated December 5, 2005 pursuant to which the Debtor granted to the Secured Party a continuing, first priority security interest in and to, and lien on, the following collateral:

(a) Thirty (30) GE Model Dash 8 40-B Diesel Electric Locomotives with the following markings described on Schedule A attached hereto (each, a "Railcar", collectively, the "Railcars") and all replacements and substitutions thereof;

(b) all improvements, additions, modifications, accessions, attachments, appurtenances and parts appertaining or attached to the Railcars, whether now owned or hereafter acquired;

(c) all logs, books and records pertaining to the use, operation and/or maintenance of the Railcars or otherwise relating to any of the collateral described herein;

(d) all rights, claims and causes of action, if any, which the Debtor may have now or in the future against any manufacturer, rebuilder or seller of the Railcars (or any component thereof) or any other Person, by contract or otherwise, in respect of any defect in the Railcars or any part thereof;

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

Wells Fargo Equipment Finance, Inc.

By: Sally DeLongIts: DVP

RLH1 LLC

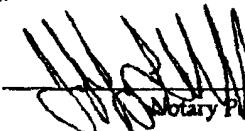
By: Vincent A Kolber
Its: Manager

STATE OF Illinois
COUNTY OF Cook

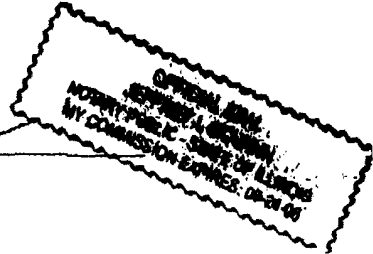
On this 6th day of Decem, 2005, before me, a Notary Public of the City and State aforesaid, personally appeared Walter Kuhn to me personally known, who being by me duly sworn, says that he is the manager of RLTA, LLC, an _____ corporation, the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

My commission expires: 6/24/06



Notary Public



STATE OF New York
COUNTY OF New York

On this 6th day of Dec, 2005, before me a Notary Public of the City and State aforesaid, personally appeared Gail Doherty to me personally known who being by me duly sworn, says that (he/she) is a Assistant Vice President of Wells Fargo Equipment, that foregoing instrument is/was signed on behalf of said corporation by authority of its Board of Directors, and (he/she) acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

(Seal)

My commission expires:

9/30/06



Notary Public

ANGELA J. ISING
Notary Public, State of New York
No. 4886540
Qualified in Rockland County
Certificate Filed in New York County
Commission Expires Sept. 30, 2006



Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Ave So
Minneapolis, MN 55402

Schedule A to Memorandum
of Security Agreement No. 155974-700
dated as of December 5, 2005
between RLH1 LLC as Secured Party and
Wells Fargo Equipment Finance, Inc. as Debtor

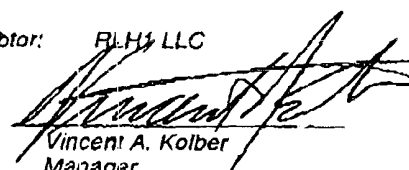
Debtor: RLH1 LLC

Thirty (30) 1988 4000 Horsepower GE Model Dash8 40-B Diesel Electric Locomotives with the following markings:

Markings	Markings	Markings
CSXT 5950	CSXT 5960	NS 4808
CSXT 5951	CSXT 5961	NS 4809
CSXT 5952	NS 4800	NS 4810
CSXT 5953	NS 4801	NS 4811
CSXT 5954	NS 4802	NS 4812
CSXT 5955	NS 4803	NS 4813
CSXT 5956	NS 4804	NS 4814
CSXT 5957	NS 4805	NS 4815
CSXT 5958	NS 4806	NS 4816
CSXT 5959	NS 4807	NS 4817

Dated: 12/5/05

Debtor: RLH1 LLC

By: 
Its: Vincent A. Kolber
Manager



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12.17.05



Robert W. Alvord